FORM D



BESTAVAILABLE COPY

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated avera	age burden
hours per respo	nse16.00

SE	C USE ON	LY
Prefix	,	Serial
DA.	TE RECEIV	'ED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) 1255780 Private Placement - Comman Stock
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Viper Maturcycle Company
Address of Executive Offices, (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 5733 International PKWY, New Holpo MN 55428 (763) 732 - 6778
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Sauge as above Sauge as above
Production and sale of upscale motorcycles,
Type, of Business Organization Corporation limited partnership, already formed other (please specify) business trust limited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: Month Year

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	TIFICATION DATA		
2. Enter the information req	uested for the	e following:			
 Each promoter of the 	issuer, if the	issuer has been organize	ed within the past five ye	ears;	
 Each beneficial owner securities of the issuer; 		ower to vote or dispose,	or direct the vote or disp	position of, 10%	or more of a class of eq
• Each executive officer a	and director o	f corporate issuers and o	of corporate general and	managing partn	ers of partnership issuers;
Each general and mana	aging partner	of partnership issuers.			•
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
FiebelKon	n Ja	-hia		·	
Business or Residence Address		and Street, City, State,	Zip Code)		
5733 Interna	tional	Prwy, Neu	V Hope MA	1 5542	8
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if $51/5e+4$, Tohi	individual)				
Business or Residence Address	(Number a	and Street, City, State,	Zip Code)		
Same as	Fiebel	Konn			so
Check Box(es) that Apply:			Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Lai Tohn					
Business or Residence Address	(Number a	nd Street, City, State, 2	Zip Code)		
saune as F	ielselk	01-14			•
Check Box(es) that Apply:			☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				·
Spice Dand					e'
Business or Residence Address	(Number a	nd Street, City, State, 2	Zip Code)		
	ebelKo	800 (A.) A.A. (A.) XIII - 1 2 4 4 7 100 (A.) A. (A.) A. (A.) A. (A.)		n yaan in saa	
	Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)		, <u>, , , , , , , , , , , , , , , , , , </u>		
Business or Residence Address		nd Street, City, State, Z	ip Code)		
same as Fie	bolkou		,		
	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	□.General and/or
Check Box(es) that Apply:	FIOHIOICI	C) Defericial Owner	LI EXECUTIVE OFFICER	Director	Managing Partner
Full Name (Last name first, if i	ndividual)	·	**************************************	·····	<u>i - </u>
Business or Residence Address	(Number an	nd Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first if in	ndividual)				
Full Name (Last name first, if in	nutviuual)				

Business or Residence Address (Number and Street, City, State, Zip Code)

	·			80 W D	INFORM	ATION A	OUT OF	FEDING	30 4			
												Yes No
1. Has the	e issuer s	old, or d	oes the iss	suer intend	i to sell, to	o non-accr	edited inve	estors in th	is offering	;?	• • • • • • • • • • • • • • • • • • • •	🗆 🔭
			Aı	nswer also	in Appen	dix, Colun	nn 2, if fil	ing under	ULOE.			م سسم
2. What is	s the min	imum in	vestment t	hat will be	e accepted	from any	individual	?				s <u>5,0</u>
						. /.	. /	Accia	21:6	1 000	<u> </u>	Yes No . Xi □
3. Does th												
to be lis	similar re sted is an name of	munerati associate the broke	on for soli ed person er or deale	citation of or agent o er. If more	purchaser f a broker than five	rs in connect or dealer	ction with s registered s to be list	sales of sec with the Sl ed are asse	urities in th EC and/or	ndirectly, and offering. with a statesons of such	If a perso	on S,
ll Name (I	ast nam	e first, if	individua	1)	 							
Lar	ا عده	Cani	+a)	Mar	Kats	LL	6					
siness or F	Residence	Address	(Number	and Stree	1. City. St	ate, Zip C	ode)					
7/			· ·	_	_	9 -		/ 1	\$T	ALL	/ ¬ ^	
<u> 06</u>	2 X	yeer	<u> کد ر</u>	344	1 70	19d, 7	9/4	1010	<u>C1</u>	064	-30	
me of Ass	ociated i	proker or	٠,				j					
	104v	<u> </u>		ane		******						
tes in Whi	ich Perso	n Listed	Has Solic	ited or Int	tends to S	olicit Purc	hasers					
Check "A	ll States'	' or chec	k individu	al States)	• • • • • • • • • • • • • • • • • • • •							☐ All States
AL] [AK]	[AZ]	[AR]	[CA]	[CO]	(CT)	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
		[IA]	[KS]	IKYL	[LA]	[ME]	[MD]	[MA]	[MI]	(IMNI)	[MS]	[MO]
	NE]	[NV]	[NH] ([N]	(MM)	[NY]	ANCT) [ND]	(OH)	<u>IOK</u>]	[OR]	[PA]
RI] [SC]	{ SD }	[TN]	(IXI)	(UT)	[VT]	[VA]	[WA]	[WV]		[WY]	[PR]
me of Asso						ate, Zip Co		:		··		
tes in Whi	ch Perso	n Listed	Has Solici	ted or Int	ends to So	olicit Purch	asers					
Check "Al	ll States'	or checl	k individu	al States)				· · · · · · · · · · · ·				☐ All States
		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	{DC}	[FL]	[GA]	{ HI }	[ID]
	_	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
		[NV] [SD]	[NH] . [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
			individual			<u> </u>	[771]	[(())		["]	[,, ,]	
Name (L	ast name	11151, 11	marviduai)								
												
iness or R	esidence	Address	(Number a	and Street	, City, Sta	ate, Zip Co	ode)					
					—							
ne of Asso	ociated B	roker or	Dealer									
es in Whic	ch Person	n Listed l	Has Solici	ted or Inte	ends to So	olicit Purch	asers					
	•		c individua									☐ All States
		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
RI] [SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

		
Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Aggregate Offering Price	Amount Already Sold
Type of Security Debt	onering Price	50IQ
Equity	1 080 000	302.500
Common D Preferred	3.7000,000	3000
Common	•	•
Partnership Interests		
Other (Specify)		
Other (Specify)	. 1 000 0CX	. 302.500
Total	311000,000	3-0-170-0
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		s 302,500
Non-accredited Investors	-0-	s-0-
Total (for filings under Rule 504 only)	10	\$ 302,500
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Tomo of	Dallas Amount
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		s = 0 -
Regulation A		s - 0 -
Rule 504	<u> </u>	s - 0 -
Total		0-
Eurnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		<u>s -0-</u>
Printing and Engraving Costs	🔏 :	300
		5,000
Accounting Fees, travel & lodging & meals	😿 :	14,700
Engineering Fees	, , , , , , , , , , , , , , , , , , ,	<u>-'0 -</u>
• •	• •	100,000
Sales Commissions (specify finders' fees separately). Other Expenses (identify) Non-Recognited expense 9/10	War Ox	30.000

_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.
	Payments to
	Officers, Directors, & Payments To
	Affiliates Others
	Salaries and fees (included in worlding Capital) = s -0- = s -0- Purchase of real estate
	Purchase of real estate
	Purchase, rental or leasing and installation of machinery and equipment
	Construction or leasing of plant buildings and facilities
	Acquisition of other businesses (including the value of securities involved in this
	offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)
	Repayment of indebtedness
	Working capital D0- D. 135,000
	Other (specify): Motorcycle component inventories 0 s - 0 - x s 260,000
	Sales and manketing (includes costisications) -0 - \$ 138,000
	Other (specify): Motorcycle component inventories = s - 0 - x \$ 260,000 Sales and manteting (includes catifications) - 0 - x \$ 36,000 Loan to engine manufacture to produce V-Twins = s - 0 - x \$ 300,000 Column Totals = s - 0 - x \$ 850,000
	Column Totals
	Total Payments Listed (column totals added)
×,	D. FEDERAL SIGNATURE
	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the
	owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written rest of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.
C11	er (Print or Type) Signature Date
, ,	Der Motorcycle Company Jaly 11, 200
aı	ne of Signer (Print or Type) / Title of Signer (Print or Type)
P	obert O, Knutson Secretary & Legal Counsel

ATTENTION